

**UNITED STATES DISTRICT COURT  
DISTRICT OF MARYLAND**

WILLIAM CARTER, Individually and on Behalf of All Others Similarly Situated,	)	
Plaintiff,	)	
v.	)	
COLONY CAPITAL, INC., et. al.,	)	
Defendants.	)	
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JACK BOOTHE, Individually and on Behalf of All Others Similarly Situated,	)	
Plaintiff,	)	Case No. 1:16-cv-03742-JFM
v.	)	
NORTHSTAR REALTY FINANCE CORP., <i>et al.</i>	)	
Defendants.	)	
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CINDY KESSLER, Individually and on Behalf of All Others Similarly Situated,	)	
Plaintiff,	)	Case No. 1:16-cv-03745-JFM
v.	)	
NORTHSTAR ASSET MANAGEMENT GROUP, INC., <i>et al.</i>	)	
Defendants.	)	
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**PLAINTIFFS' UNOPPOSED JOINT MOTION FOR  
PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENTS**

Plaintiffs William Carter, Jack Boothe and Cindy Kessler (the “Plaintiffs”), hereby respectfully move this Court, pursuant to Fed. R. Civ. P. 23, for entry of the [Proposed] Scheduling Orders and Orders Preliminary Approving Proposed Settlement (the “Preliminary Orders”)<sup>1</sup> that will: (1) preliminarily approving the settlements (the “Settlements”) set forth in the Stipulations of Settlements dated June 30, 2017 (the “Stipulations”); (2) preliminarily certify, for settlement purposes only, non-opt-out classes consisting of Plaintiffs and any and all record holders and beneficial owners of any shares of Colony Capital, Inc. (“Colony Capital”), Northstar Asset Management Group, Inc. (“NSAM”), and Northstar Realty Finance Corp. (“NRF”) at any time between and including May 16, 2016 and December 20, 2016;<sup>2</sup> (3) approve the form, manner, and content of the notices to be provided to the proposed Settlement Classes and order the direct mailing of the Notices to Class members;<sup>3</sup> and (4) schedule a hearing (the “Settlement Hearing”) at which the Court will consider final approval of the Settlements.<sup>4</sup> As described in Plaintiffs’ Joint Memorandum of Law in Support of Preliminary Approval of Class Action Settlements, filed herewith, plaintiffs William Carter, Cindy Kessler and Jack Booth each commenced a separate action regarding the Colony Capital, NorthStar Asset Management Group Inc. and NorthStar

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<sup>1</sup> Copies of the respective Preliminary Orders are attached as Exhibit B to the Stipulations and have also been filed as separate attachments for the convenience of the Court.

<sup>2</sup> Including their respective successors in interest, successors, predecessors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, but excluding Defendants, their subsidiaries or other affiliates, their assigns, members of their immediate families, officers of Colony Capital, NSAM, NRF, and the legal representatives, heirs, successors, or assigns of any such excluded person (the “Settlement Classes”).

<sup>3</sup> Copies of the respective Notices are attached as Exhibit C to the Stipulations.

<sup>4</sup> The respective [Proposed] Orders and Final Judgments are attached as Exhibit D to the Stipulations.

Realty Corp. Transaction on behalf of shareholders for each of those entities, asserting claims under Section 14(a) of the Securities Exchange Act of 1934. Although separate actions were filed on behalf of different shareholder classes, the claims are related, plaintiffs coordinated their efforts, and the relief obtained addressed claims in each action. Consequently, the plaintiffs in the three actions are seeking approval of this proposed settlement on a joint basis.<sup>5</sup>

In support of this motion,<sup>6</sup> Plaintiffs in the three related cases submit herewith a memorandum of law and the Declaration of Yelena Trepelin in Support of Plaintiffs' Unopposed Motion for Preliminary Approval of Settlements, which contains the Stipulations with all attachments, and the Preliminary Orders.

DATED: June 30, 2017

Respectfully submitted,

By: /s/ Yelena Trepelin

**BROWER PIVEN, A Professional Corporation**

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<sup>5</sup> Since the cases are not consolidated, this Joint Motion for Preliminary Approval of Class Action Settlements is being filed in each of the above-captioned actions, with the Stipulation of Settlement that resolved each of these cases, along with the accompanying exhibits including, Exs. 1-3, the Stipulations of Settlements, Ex. A, the Supplemental Disclosures, Ex. B. the Proposed Preliminary Notice Orders, Ex. C. Proposed Class Notices, and Ex. D, Proposed Orders and Final Judgements. The substantive terms of each of these documents is the same and have been revised only to reflect the difference in parties involved.

<sup>6</sup> Although this Motion is unopposed, this Motion is submitted solely by Plaintiff and does not represent the views of Defendants.

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